



THOMAS D. MARION  
TREASURER

**TTX COMPANY**  
101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223

DIRECT LINE (312) 984-3821  
FAX (312) 984-3865

December 15, 1997

**VIA FEDERAL EXPRESS**

RECORDATION NO. 15091 FILED

DEC 18 '97 10-26 AM

RECEIVED  
TRANSPORTATION  
BOARD  
DEC 18 10 26 AM '97

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20006

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are two (2) fully executed documents as follows:

Supplemental Agreement No. 3 dated as of December 15, 1997, Supplementing the Equipment Trust Agreement dated as of October 1, 1986.

This Supplemental Agreement is a secondary document.

Parties to this transaction are as follows:

TTX Company (Company)  
101 North Wacker Drive  
Chicago, Illinois 60606

The Bank of New York (Trustee)  
101 Barclay Street  
New York, NY 10286

A general description of this Supplemental Agreement is as follows:

"Supplemental Agreement No. 3 to the Equipment Trust Agreement dated as of October 1, 1986, substituting ten (10) TTAX cars numbered 553420-553429, two (2) TTZX cars numbered 85391-85392 and three (3) DTTX cars numbered 54805, 54958, 54959, for twenty-three (23) TTOX cars numbered 121539, 121564, 121589, 121650, 121663, 130252, 130340, 135658, 135667, 135671, 135732, 145325, 145362, 145384, 145417, 145424, 145447, 145456, 145483, 145511, 145555, 145575, 145593, eleven (11) TTUX cars numbered 121515, 130264, 130297, 135522, 135587, 135623, 135740, 145311, 145402, 145487, 145508 and twenty six (26) TTZX cars numbered 83513, 83524, 83628, 83740, 83766, 86097, 86161, 86275, 86308, 86322, 86337, 86360, 86432, 86460, 86475, 86507, 86571, 86579, 86584, 86624, 86632, 86642, 86678, 86681, 86684, 86687."

Mr. Vernon A. Williams

Page Two

Enclosed is our check in the amount of \$24.00 to cover filing fees.

Prior recordations pertaining to this Supplemental Agreement are as follows:

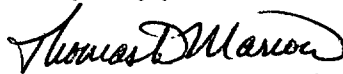
- 1) Equipment Trust Agreement Series 44, dated as of October 1, 1986, recorded on October 30, 1986, at 4:05 pm., recordation number 15091.
- 2) Supplement No. 1 dated as of September 21, 1987, recorded on September 23, 1987, at 1:30 pm., recordation number 15091-A.
- 3) Supplement Agreement dated as of November 30, 1988, recorded on December 7, 1988, at 11:55 am., recordation number 15091-B.

A short summary of this Supplemental Agreement to appear in the Index is as follows:

"Supplemental Agreement No. 3 to the Equipment Trust Agreement dated as of October 1, 1986, substituting ten (10) TTAX cars numbered 553420-553429, two (2) TTZX cars numbered 85391-85392 and three (3) DTTX cars numbered 54805, 54958, 54959, for twenty-three (23) TTOX cars numbered 121539, 121564, 121589, 121650, 121663, 130252, 130340, 135658, 135667, 135671, 135732, 145325, 145362, 145384, 145417, 145424, 145447, 145456, 145483, 145511, 145555, 145575, 145593, eleven (11) TTUX cars numbered 121515, 130264, 130297, 135522, 135587, 135623, 135740, 145311, 145402, 145487, 145508 and twenty six (26) TTZX cars numbered 83513, 83524, 83628, 83740, 83766, 86097, 86161, 86275, 86308, 86322, 86337, 86360, 86432, 86460, 86475, 86507, 86571, 86579, 86584, 86624, 86632, 86642, 86678, 86681, 86684, 86687."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM:ekw

Enclosures

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*P.S. If possible, please call Edward Workman at 312-984-3825 as soon as this agreement is recorded advising him of the recordation number, date and time. Thank you very much.*

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

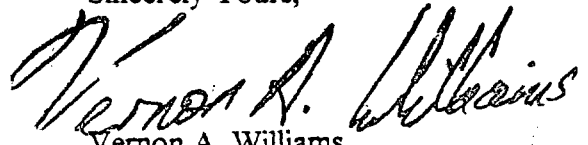
Thomas D. Marion  
Treasurer  
TTX Company  
101 North Wacker Drive  
Chicago, Illinois 60606

DATE: 12/18/97

Dear Sir: .....

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3 (c), on 12/18/97 at 10:26AM, and  
assigned recordation number(s). 15091-C

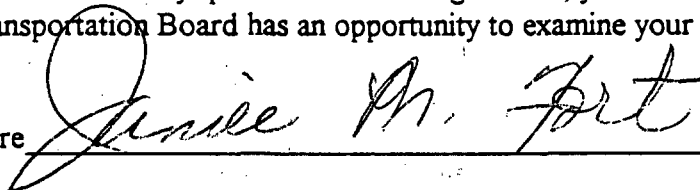
Sincerely Yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 24.00 ..... The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



SUPPLEMENTAL AGREEMENT NO. 3 dated as of December 15, 1997, between THE BANK OF NEW YORK, a New York corporation successor to Mercantile Safe Deposit and Trust Company (hereinafter called the "Trustee"), and TTX COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company").

WHEREAS, the Trustee and the Company have entered into an Equipment Trust Agreement dated as of October 1, 1986, (hereinafter called the "Trust Agreement"), which was recorded with the Interstate Commerce Commission on October 30, 1986, pursuant to 49 U.S.C. 11303, providing for the financing of certain equipment as set forth therein;

WHEREAS, in compliance with Section 5.08 of the Trust Agreement, funds were deposited by the Company with the Trustee for the equipment described in Schedule A, as attached hereto previously declared destroyed by the Company (said destroyed equipment hereinafter called "Destroyed Equipment"); and

WHEREAS, the Company desires to have the funds so deposited used to purchase the equipment described in Schedule B attached hereto (hereinafter called "Substituted Equipment") as provided in Section 5.07 of the Trust Agreement.

NOW, THEREFORE, THIS SUPPLEMENTAL AGREEMENT NO. 3 WITNESSETH:

Title to the Destroyed Equipment is hereby assigned and transferred to the Company by the Trustee and is no longer subject to the terms and conditions of the Trust Agreement.

The Substituted Equipment is hereby subject to the terms and conditions of the Trust Agreement in compliance with Section 5.03 thereof.

Except as herein amended, the Trust Agreement remains in full force and effect.

RECORDATION NO. 15091 FILED

DEC 18 '97

10-26 AM


The Company will cause this Supplemental Agreement to be recorded with the Surface Transportation Board pursuant to 49 U.S.C. 11303.

This Supplemental Agreement NO. 3 will be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers there unto duly authorized and their respective seals to be hereunto affixed, duly attested, as of the day and year first above written.

THE BANK OF NEW YORK, NEW YORK

ATTEST:



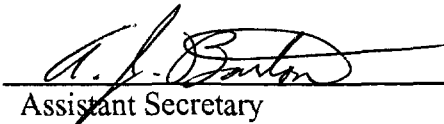
By:



MARY LA GUMINA  
ASSISTANT VICE PRESIDENT

TTX COMPANY

ATTEST:

  
Assistant Secretary

By:



Treasurer

## SCHEDULE A

SUPPLEMENTAL AGREEMENT NO. 2 DATED 12/15/97 TO THE  
EQUIPMENT TRUST AGREEMENT SERIES 44, DATED AS OF 10/01/86  
DESTROYED EQUIPMENT

<u>UNIT NUMBER</u>	<u>VALUE</u>	<u>UNIT NUMBER</u>	<u>VALUE</u>
Remainder on 145562	6,509.67 *		
1 145311	22,773.98	31 135667	17,282.54
2 130297	20,720.92	32 145417	17,043.76
3 145402	22,186.26	33 145575	16,464.41
4 135623	26,588.52	34 145384	17,043.75
5 145487	21,451.62	35 135740	17,134.82
6 145508	21,304.69	36 135732	16,543.97
7 135522	21,418.53	37 86275	27,512.58
8 86507	36,532.90	38 135658	16,248.54
9 86161	32,508.19	39 145483	15,721.39
10 86322	36,187.72	40 86579	26,397.96
11 86687	36,532.90	41 130252	13,903.07
12 83513	32,829.41	42 86571	26,162.27
13 83524	32,829.41	43 121650	13,901.80
14 135587	20,679.96	44 145424	13,811.32
15 121515	20,217.77	45 83628	21,886.28
16 130264	18,180.93	46 86624	24,276.70
17 121589	19,631.74	47 135671	13,589.69
18 130340	17,512.52	48 145447	13,076.67
19 86584	32,761.76	49 86681	23,333.91
20 145325	18,806.90	50 86684	23,333.91
21 145555	18,025.67	51 86678	23,098.22
22 86097	28,024.31	52 86360	21,563.92
23 121663	17,271.93	53 145362	13,517.46
24 86308	30,486.92	54 145511	12,342.03
25 86632	31,347.58	55 121564	12,452.97
26 86460	30,876.19	56 86337	18,837.44
27 86475	30,876.19	57 86642	20,034.17
28 83740	28,035.60	58 145456	10,725.81
29 86432	29,933.41	59 121539	10,987.92
30 83766	<u>27,334.71</u>	60 145593	<u>10,645.08</u>
	<u>790,378.81</u>		<u>528,874.36</u>

TOTAL "VALUE": \$1,319,253.17

\* REMAINING FUNDS ON DEPOSIT  
AFTER PARTIAL SUBSTITUTION 11/30/88

12/8/97

## SCHEDULE B

SUPPLEMENTAL AGREEMENT NO. 2 DATED 12/15/97 TO THE  
EQUIPMENT TRUST AGREEMENT SERIES 44, DATED AS OF 10/01/86  
SUBSTITUTED EQUIPMENT

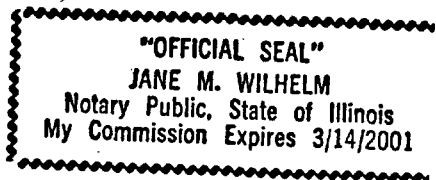
	<u>UNIT NUMBER</u>	<u>ORIGINAL COST</u>	<u>INITIAL SERVICE DATE</u>	<u>VALUE*</u>
1	553420	156,795.58	12/30/93	115,854.51
2	553421	156,795.58	12/30/93	115,854.51
3	553422	156,795.58	12/30/93	115,854.51
4	553423	156,795.58	12/30/93	115,854.51
5	553424	156,795.58	12/30/93	115,854.51
6	553425	156,795.58	12/30/93	115,854.51
7	553426	156,795.58	12/30/93	115,854.51
8	553427	156,795.58	12/30/93	115,854.51
9	553428	156,795.58	12/30/93	115,854.51
10	553429	156,796.58	12/31/93	115,855.25
11	85391	48,917.00	8/13/93	34,785.42
12	85392	48,917.00	8/13/93	34,785.42
13	54805	43,858.00	6/23/93	30,944.26
14	54958	43,858.00	6/23/93	30,944.26
15	54959	43,858.00	6/23/93	30,944.26
				<u>\$ 1,320,949.47</u>

\* Value calculated as Original Cost of Equipment less 1/180 of the Cost for each full month between the date first put into service and the date such unit is to become collateral.

STATE OF ILLINOIS )  
 ) SS.:  
COUNTY OF COOK )

On this 10<sup>TH</sup> day of December 1997 before me personally appeared Thomas D. Marion to me personally known, who being by me duly sworn, says that he is the Treasurer of TTX COMPANY, a Delaware corporation, that the seal affixed to the foregoing Supplement No. 3 dated December 15, 1997, to the Trust Agreement Securing Series 44 Equipment Trust Certificates of TTX Company is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)



Jane M. Wilhelm  
Notary Public

My Commission expires:

STATE OF NEW YORK )  
 ) SS.:  
BOROUGH OF MANHATTAN)

On this 11<sup>TH</sup> day of December 1997 before me personally appeared Mary LaFuma to me personally known, who being by me duly sworn, says that he/she is the Assistant Vice President of The Bank of New York, New York, that the seal affixed to the foregoing Supplement No. 3 dated December 15, 1997, to the Trust Agreement Securing Series 44 Equipment Trust Certificates of TTX Company is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

William J. Cassels  
Notary Public

WILLIAM J. CASSELS  
Notary Public, State of New York  
No. 91CA5027729  
Qualified in Bronx County  
Certificate Filed in New York County  
Commission Expires May 16, 1998

My Commission expires: